

RECORDATION NO. 8598-F Filed 1425

RECORDATION NO. 8598-G Filed 1425

Union Tank Car Company

JAN 26 1981 - 11 23 AM

INTERSTATE COMMERCE COMMISSION

90 Half Day Road
Lincolnshire, Illinois 60015

Direct Tel. No.: 312-295-4401

Law Department

An Affiliate of
Trans Union Corporation

January 22, 1981

JAN 26 1981 - 11 23 AM

INTERSTATE COMMERCE COMMISSION

Secretary
Interstate Commerce Commission
Washington, D. C. 20423

Dear Sir:

We transmit to you herewith for recordation, pursuant to Section 20c of the Interstate Commerce Act, an original and two certified counterparts of each of the following documents:

1. the Third Supplemental Equipment Trust Agreement (the "Supplemental Agreement"), dated January 20, 1981, by and between Union Tank Car Company, 90 Half Day Road, Lincolnshire, Illinois, 60015 (the "Company") and Manufacturers Hanover Trust Company, 40 Wall Street, New York, New York 10015 (the "Bank") as Trustee, which amends the Equipment Trust Agreement dated as of December 1, 1976 between the Company and the Bank. The Supplemental Agreement evidences the substitution under the said Equipment Trust Agreement of 19 railroad cars, identified with the initials UTLX, and more fully described in Schedule A attached hereto;

2. the Bill of Sale to the Bank from the Company, which relates to the substituted equipment consisting of the 19 railroad cars described in Schedule A; and

3. the Bill of Sale to the Company from the Bank, which relates to the 6 railroad cars in respect of which the aforesaid substitution was made. The railroad cars covered by the said Bill of Sale are described in Schedule B attached hereto. Said Bill of Sale releases the equipment described in Schedule B from the encumbrance created by the Equipment Trust Agreement.

4-026A071

No.

Date JAN 26 1981

Fee \$ 30.00

ICC Washington, D. C.

RECEIVED
JAN 26 11 23 AM '81
FEE COLLECTION BR.

John Austin
Coun. Secy

Miss Lee -
These 3 files
cover 30 cars
Re: 8598
I think the
draft letters
will be as
needed. but
am not sure
Please double
check.

This is an
original
to add to

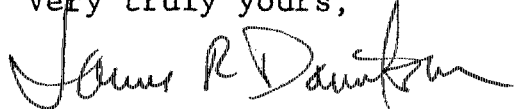
of this is a
partial release
of cars.

Secretary
Interstate Commerce Commission
Page 2
January 22, 1981

Please record the Supplemental Agreement and the two Bills of Sale as supplements to the Equipment Trust Agreement dated as of December 1, 1976, that was recorded with your office on December 3, 1976, under recordation number 8598. We enclose our check in the amount of \$30 payable to the Interstate Commerce Commission to cover the recordation fees.

Please return the original copy of the Supplemental Agreement and both Bills of Sale to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "James R. Danielson", with a stylized, flowing script.

James R. Danielson
Attorney

Enclosures

SCHEDULE A

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	A.A.R. Mechanical Designation <u>Code</u>	Capacity in <u>Gallons</u>	<u>Road Numbers</u>
19	LO	4750 CUFT	UTLX43347-UTLX43349 UTLX44300, UTLX44303 UTLX44308, UTLX44322 UTLX44325, UTLX44347 UTLX44348, UTLX44361 UTLX44496, UTLX44497 UTLX44498, UTLX44499 UTLX44926, UTLX44927 UTLX44928, UTLX44929

SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
1	Power Car	70 Ton	SRGX 600
4	Grinding Car	70 Ton	SRGX 602, SRGX 604 SRGX 606, SRGX 608
$\frac{1}{6}$	Camp Car	70 Ton	SRGX 609

Interstate Commerce Commission
Washington, D.C. 20423

OFFICE OF THE SECRETARY

James R. Danielson
Union Tank Car Company
90 Half Day Road
Lincolnshire, Illinois 60015

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 1/26/81 at 11:25AM, and assigned re-
recording number(s) 8598-F, 8598-G, & 8598-H

Sincerely yours,

Agatha L. Mergenovich
Agatha L. Mergenovich
Secretary

Enclosure(s)

8598-F
REGISTRATION NO. 8598-F
FEB 1981

STATE OF ILLINOIS)
COUNTY OF LAKE) SS

JAN 26 1981 - 11 23 AM
INTERSTATE COMMERCE COMMISSION

C E R T I F I C A T E

The undersigned, Linda M. Schultz, a Notary Public in and for said County, states that she compared the attached copy of the Third Supplemental Equipment Trust Agreement dated the 20th day of January 1981, by and between Union Tank Car Company and Manufacturers Hanover Trust Company with the original document, and certifies that it is a true and correct copy in all respect.

IN WITNESS WHEREOF, the undersigned has hereunto affixed her signature and notarial seal this 22nd day of January 1981.

Linda M. Schultz
Notary Public

My Commission Expires:
May 21, 1982

THIRD SUPPLEMENTAL EQUIPMENT TRUST AGREEMENT

This Third Supplemental Equipment Trust Agreement dated January 20, 1981, by and between UNION TANK CAR COMPANY, a corporation duly organized and existing under the laws of the State of Delaware (the "Company"), and MANUFACTURERS HANOVER TRUST COMPANY, a New York corporation, as Trustee (the "Trustee").

WITNESSETH:

WHEREAS, Union Tank Car Company has heretofore executed and delivered to the Trustee an Equipment Trust Agreement dated as of December 1, 1976 (the "Trust Agreement"), providing for an issue of its Equipment Trust Certificates (Series 14) (the "Trust Certificates"), in aggregate principal amount of \$40,000,000; and

WHEREAS, the Company has filed with the Trustee its Request for a Substitution of Equipment pursuant to Section 5.06 of the Trust Agreement; and

WHEREAS, the Company desires to comply with Section 5.03 of the Trust Agreement by the execution of a supplement thereto, to evidence the inclusion of the aforesaid Equipment as a part of the Trust Equipment under the Trust Agreement;

NOW, THEREFORE, in consideration of the premises and of the sum of One Dollar to it duly paid by the Trustee at the execution of these presents, the receipt whereof is hereby acknowledged, the Company covenants and agrees with the Trustee for the equal and proportionate benefit of the respective holders from time to time of the Trust Certificates, as follows:

ARTICLE ONE

Substitution of Equipment

The Equipment described in Schedule A hereto is hereby substituted for the Equipment specifically described in Schedule A of the Trust Agreement and Schedule B hereto.

ARTICLE TWO

Substituted Equipment Subject to Trust Agreement

The Equipment described in Schedule A hereto is hereby included as part of the Trust Equipment under the Trust Agreement and is and shall be subject to all the terms and conditions of the Trust Agreement in all respects as though it had been part of the Trust Equipment specifically described in the Trust Agreement.

ARTICLE THREE

Concerning the Trustee

The Trustee accepts the provisions of this Third Supplemental Equipment Trust Agreement but only upon the terms and conditions set forth in the Trust Agreement as amended. Without limiting the generality of the foregoing, the Trustee assumes no responsibility for the correctness of the recitals herein contained, which shall be taken as the statements of the Company. The Trustee makes no representations and shall have no responsibility as to the validity of this Third Supplemental Equipment Trust Agreement.

ARTICLE FOUR

Miscellaneous Provisions

Except as hereby expressly provided, the Trust Agreement is in all respects ratified and confirmed, and all the terms, provisions and conditions thereof shall be and remain in full force and effect.

This Third Supplemental Equipment Trust Agreement may be executed in any number of counterparts, each of which shall be an original, but such counterparts shall together constitute but one and the same instrument.

IN WITNESS WHEREOF, the Company and the Trustee have caused this Third Supplemental Equipment Trust Agreement to be duly executed by their respective officers thereunto duly authorized and their respective corporate seals, duly attested, to be hereunto affixed, all as of the date and year first above written.

UNION TANK CAR COMPANY

By [Signature]
Vice President

Attest:

[Signature]
Assistant Secretary

MANUFACTURERS HANOVER TRUST COMPANY

By [Signature]
Vice President

Attest:

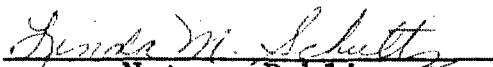
[Signature]
ASSISTANT Trust Officer

STATE OF ILLINOIS

COUNTY OF LAKE

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)
)
SS

On the 19th day of January 1981, before me personally came D. B. Romans, to me known, who, being by me duly sworn, did depose and say that he resides at 90 Half Day Road, Lincolnshire, Illinois 60015; that he is a Vice President of UNION TANK CAR COMPANY, one of the corporations described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.

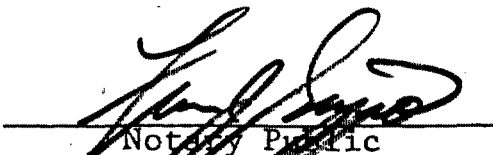

Notary Public

STATE OF NEW YORK

COUNTY OF

)
)
)
SS

On the 20th day of January 1981, before me personally came G. E. BURKE, to me known, who, being by me duly sworn, did depose and say that he resides at 489 Hoyt Street, Darien, Conn, 06820; that he is a Vice President of MANUFACTURERS HANOVER TRUST COMPANY, the New York corporation described in and which executed the foregoing instrument; that he knows the seal of said corporation; that the seal affixed to said instrument is such corporate seal; that it was so affixed by order of the Board of Directors of said corporation; and that he signed his name thereto by like order.


Notary Public

FRANCIS J. GRIPPO
Notary Public, State of New York
No. 43-4522535
Qualified in Orange County
Certificate filed in New York County
Commission Expires March 30, 1982

SCHEDULE A
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SCHEDULE B

DESCRIPTION OF TRUST EQUIPMENT

<u>Quantity</u>	<u>A.A.R. Mechanical Designation Code</u>	<u>Capacity in Gallons</u>	<u>Road Numbers</u>
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